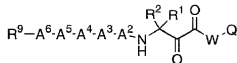


5 WHAT IS CLAIMED:

1. A compound of Formula (I):



10 (I)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

15 W is -NH- or -O-;

Q is selected from  $-(\text{CR}^{10}\text{R}^{10\text{c}})_n-\text{Q}^1$ ,  $-(\text{CR}^{10}\text{R}^{10\text{c}})_n-\text{Q}^2$ ,  
 $\text{C}_1-\text{C}_4$  alkyl substituted with  $\text{Q}^1$ ,  
 $\text{C}_2-\text{C}_4$  alkenyl substituted with  $\text{Q}^1$ ,  
 20  $\text{C}_2-\text{C}_4$  alkynyl substituted with  $\text{Q}^1$ , and  
 an amino acid residue;

$\text{Q}^1$  is selected from  
 $-\text{CO}_2\text{R}^{11}$ ,  $-\text{SO}_2\text{R}^{11}$ ,  $-\text{SO}_3\text{R}^{11}$ ,  $-\text{P}(\text{O})_2\text{R}^{11}$ ,  $-\text{P}(\text{O})_3\text{R}^{11}$ ,  
 25 aryl substituted with 0-4  $\text{Q}^{1\text{a}}$ , and  
 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 O, S, and N, said heterocyclic group substituted  
 with 0-4  $\text{Q}^{1\text{a}}$ ;

30  $\text{Q}^{1\text{a}}$  is H, F, Cl, Br, I,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{NCS}$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CH}_3$ ,  
 $-\text{OCH}_3$ ,  $-\text{CO}_2\text{R}^{19}$ ,  $-\text{C}(=\text{O})\text{NR}^{19}\text{R}^{19}$ ,  $-\text{NHC}(=\text{O})\text{R}^{19}$ ,  $-\text{SO}_2\text{R}^{19}$ ,  
 $-\text{SO}_2\text{NR}^{19}\text{R}^{19}$ ,  $-\text{NR}^{19}\text{R}^{19}$ ,  $-\text{OR}^{19}$ ,  $-\text{SR}^{19}$ ,  $\text{C}_1-\text{C}_4$  alkyl,  $\text{C}_1-\text{C}_4$   
 alkoxy,  $\text{C}_1-\text{C}_4$  haloalkyl, or  $\text{C}_1-\text{C}_4$  haloalkoxy;

35  $\text{R}^{19}$  is  $\text{C}_1-\text{C}_4$  alkyl,  $\text{C}_1-\text{C}_4$  haloalkyl, aryl, aryl( $\text{C}_1-\text{C}_4$   
 alkyl),  $\text{C}_3-\text{C}_6$  cycloalkyl, or  $\text{C}_3-\text{C}_6$  cycloalkyl( $\text{C}_1-\text{C}_4$   
 alkyl);

5 alternatively,  $\text{NR}^{19}\text{R}^{19}$  may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

10  $\text{R}^{10}$  is selected from the group:  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ , and  $\text{C}_1\text{-C}_6$  alkyl substituted with 0-1  $\text{R}^{10a}$ ;

15  $\text{R}^{10a}$  is selected from the group: halo,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{C}(=\text{NH})\text{NH}_2$ , and aryl substituted with 0-1  $\text{R}^{10b}$ ;

20  $\text{R}^{10b}$  is selected from the group:  $-\text{CO}_2\text{H}$ ,  $-\text{NH}_2$ ,  $-\text{OH}$ ,  $-\text{SH}$ , and  $-\text{C}(=\text{NH})\text{NH}_2$ ;

25  $\text{R}^{10c}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

alternatively,  $\text{R}^{10}$  and  $\text{R}^{10c}$  can be combined to form a  $\text{C}_3\text{-C}_6$  cycloalkyl group substituted with 0-1  $\text{R}^{10a}$ ;

30  $\text{R}^{11}$  is, at each occurrence, independently H or  $\text{C}_1\text{-C}_4$  alkyl;

$\text{R}^{11a}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_2\text{-C}_4$  alkenyl,  $\text{C}_2\text{-C}_4$  alkynyl, aryl, aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;

$\text{Q}^2$  is  $-\text{X-NR}^{12}\text{-Z}$ ,  $-\text{NR}^{12}\text{-Y-Z}$ , or  $-\text{X-NR}^{12}\text{-Y-Z}$ ;

35 X is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ ,  $-\text{S}(=\text{O})_2-$ ,  $-\text{P}(\text{O})-$ ,  $-\text{P}(\text{O})_2-$ , and  $-\text{P}(\text{O})_3-$ ;

Y is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ ,  $-\text{S}(=\text{O})_2-$ ,  $-\text{P}(\text{O})-$ ,  $-\text{P}(\text{O})_2-$ , and  $-\text{P}(\text{O})_3-$ ;

- 5  $R^{12}$  is H or  $C_1-C_4$  alkyl;
- Z is  $C_1-C_4$  haloalkyl,
- $C_1-C_4$  alkyl substituted with 0-3  $Z^a$ ,
- $C_2-C_4$  alkenyl substituted with 0-3  $Z^a$ ,
- 10  $C_2-C_4$  alkynyl substituted with 0-3  $Z^a$ ,
- $C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^b$ ,
- $C_3-C_{10}$  carbocycle substituted with 0-5  $Z^b$ ,
- aryl substituted with 0-5  $Z^b$ ,
- 5-10 membered heterocyclic group consisting of carbon
- 15 atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4  $Z^b$ ;
- an amino acid residue, or
- A<sup>7</sup>-A<sup>8</sup>-A<sup>9</sup>;
- 20  $Z^a$  is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
NR<sup>20</sup>R<sup>20</sup>,
- OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,
- 25  $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  
 $C_1-C_4$  haloalkoxy,
- $C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^b$ ,
- $C_3-C_{10}$  carbocycle substituted with 0-5  $Z^b$ ,
- 30 aryl substituted with 0-5  $Z^b$ , or
- 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4  $Z^b$ ;
- 35  $Z^b$  is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
NR<sup>20</sup>R<sup>20</sup>,
- OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,

5 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy,

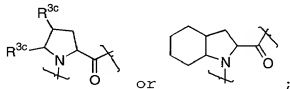
C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>c</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>c</sup>,  
10 aryl substituted with 0-5 Z<sup>c</sup>, or  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4 Z<sup>c</sup>;

15 Z<sup>c</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
NR<sup>20</sup>R<sup>20</sup>,  
-OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,  
20 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub>  
haloalkoxy;

R<sup>20</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl,  
aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or  
25 C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

alternatively, NR<sup>20</sup>R<sup>20</sup> may form a 5-6 membered heterocyclic  
group consisting of carbon atoms, a nitrogen atom, and  
optionally a second heteroatom selected from the  
30 group: O, S, and N;

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, an amino acid residue,



35 A<sup>3</sup> is a bond, -NH-CR<sup>5</sup>R<sup>6</sup>-C(=O)-, or an amino acid residue;

A<sup>4</sup> is a bond, -NH-CR<sup>7</sup>R<sup>8</sup>-C(=O)-, or an amino acid residue;

- 5
- A<sup>5</sup> is a bond or an amino acid residue;
- A<sup>6</sup> is a bond or an amino acid residue;
- 10 A<sup>7</sup> is a bond or an amino acid residue;
- A<sup>8</sup> is an amino acid residue;
- A<sup>9</sup> is an amino acid residue;
- 15
- R<sup>1</sup> is selected from the group: H, F,  
 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>,  
 20 aryl substituted with 0-5 R<sup>1a</sup>, and  
 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;
- R<sup>1a</sup> is selected at each occurrence from the group:
- 25 Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,  
 -SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>,  
 -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
 C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),  
 aryl substituted with 0-5 R<sup>1c</sup>,  
 -O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,  
 30 -S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and  
 5-10 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 O, S, and N, and substituted with 0-3 R<sup>1c</sup>;
- 35 R<sup>1b</sup> is H,  
 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,

5 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
 aryl substituted with 0-5 R<sup>1c</sup>, or  
 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 O, S, and N, said heterocyclic group substituted  
 10 with 0-4 R<sup>1c</sup>;  
  
 R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
 F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
 NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;  
 15 R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;  
  
 R<sup>2</sup> is H, F, or C<sub>1</sub>-C<sub>4</sub> alkyl;  
 20 R<sup>3</sup> is selected from the group: H,  
 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
 -(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
 25 -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
 -(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
 carbon atoms and 1-4 heteroatoms selected from  
 the group: O, S, and N, and said heterocyclic  
 group is substituted with 0-2 R<sup>3b</sup>;  
 30 R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
 -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;  
  
 R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
 35 -C(=NH)NH<sub>2</sub>;  
  
 R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
 C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

5 R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
-(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
10 S, and N;

R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

15 R<sup>5</sup> and R<sup>7</sup> are independently H or R<sup>3</sup>;

R<sup>6</sup> and R<sup>8</sup> are independently H or R<sup>4</sup>;

20 R<sup>9</sup> is selected from the group: -S(=O)R<sup>9a</sup>, -S(=O)<sub>2</sub>R<sup>9a</sup>,  
-C(=O)R<sup>9a</sup>, -C(=O)OR<sup>9a</sup>, -C(=O)NHR<sup>9a</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

R<sup>9a</sup> is selected from the group:  
25 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
30 group: O, S, and N, and said heterocyclic group  
is substituted with 0-3 R<sup>9c</sup>;

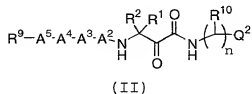
R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
35 carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:

5 CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
 NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
 C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
 10 aryl substituted with 0-5 R<sup>9d</sup>, and  
 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N, and said heterocyclic group  
 is substituted with 0-4 R<sup>9d</sup>;  
 15 R<sup>9d</sup> is selected at each occurrence from the group:  
 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
 OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
 NO<sub>2</sub>;  
 20 an amino acid residue, at each occurrence, independently  
 comprises a natural amino acid, a modified amino acid  
 or an unnatural amino acid wherein said natural,  
 modified or unnatural amino acid is of either D or L  
 25 configuration;  
 n is 1, 2, 3, or 4; and  
 p is 1 or 2; and  
 30 q, at each occurrence, is independently 0, 1 or 2.  
 2. A compound according to Claim 1, wherein  
 35 Q is -(CR<sup>10</sup>R<sup>10c</sup>)<sub>n</sub>-Q<sup>2</sup> or  
 an amino acid residue, wherein the amino acid residue  
 comprises a natural, a modified or an unnatural amino  
 acid.



- 5 3. A compound according to Claim 2, wherein the compound is of Formula (II):



- 10 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, and C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-1 R<sup>10a</sup>;

15

R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>, -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with 0-1 R<sup>10b</sup>;

- 20 R<sup>10b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and -C(=NH)NH<sub>2</sub>;

R<sup>10c</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

- 25 alternatively, R<sup>10</sup> and R<sup>10c</sup> can be combined to form a C<sub>3</sub>-C<sub>6</sub> cycloalkyl group substituted with 0-1 R<sup>10a</sup>;

R<sup>11</sup> is, at each occurrence, independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

- 30 R<sup>11a</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

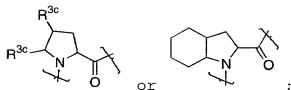
Q<sup>2</sup> is -X-NR<sup>12</sup>-Z, -NR<sup>12</sup>-Y-Z, or -X-NR<sup>12</sup>-Y-Z;

35

X is selected from the group: -C(=O)-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -P(O)-, -P(O)<sub>2</sub>-, and -P(O)<sub>3</sub>-;

- 5 Y is selected from the group: -C(=O)-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -P(O)-, -P(O)<sub>2</sub>-, and -P(O)<sub>3</sub>-;
- R<sup>12</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;
- 10 Z is C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 Z<sup>a</sup>,  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 Z<sup>a</sup>,  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 Z<sup>a</sup>,  
 C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>,  
 15 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>,  
 aryl substituted with 0-5 Z<sup>b</sup>,  
 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted  
 20 with 0-4 Z<sup>b</sup>;  
 an amino acid residue, or  
 -A<sup>7</sup>-A<sup>8</sup>-A<sup>9</sup>;
- Z<sup>a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
 25 CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -NR<sup>20</sup>R<sup>20</sup>,  
 -OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,  
 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
 C<sub>1</sub>-C<sub>4</sub> haloalkoxy,  
 30 C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>,  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>,  
 aryl substituted with 0-5 Z<sup>b</sup>, or  
 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:  
 35 O, S, and N, said heterocyclic group substituted  
 with 0-4 Z<sup>b</sup>;

- 5  $Z^b$  is H, F, Cl, Br, I,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{NCS}$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CH}_3$ ,  $-\text{OCH}_3$ ,  $-\text{CO}_2\text{R}^{20}$ ,  $-\text{C}(=\text{O})\text{NR}^{20}\text{R}^{20}$ ,  $-\text{NHC}(=\text{O})\text{R}^{20}$ ,  $-\text{NR}^{20}\text{R}^{20}$ ,  $-\text{OR}^{20}$ ,  $-\text{SR}^{20}$ ,  $-\text{S}(=\text{O})\text{R}^{20}$ ,  $-\text{SO}_2\text{R}^{20}$ ,  $-\text{SO}_2\text{NR}^{20}\text{R}^{20}$ ,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_1\text{-C}_4$  haloalkoxy,
- 10  $\text{C}_3\text{-C}_{10}$  cycloalkyl substituted with 0-5  $Z^c$ ,  $\text{C}_3\text{-C}_{10}$  carbocycle substituted with 0-5  $Z^c$ , aryl substituted with 0-5  $Z^c$ , or
- 15 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4  $Z^c$ ;
- 20  $Z^c$  is H, F, Cl, Br, I,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{NCS}$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CH}_3$ ,  $-\text{OCH}_3$ ,  $-\text{CO}_2\text{R}^{20}$ ,  $-\text{C}(=\text{O})\text{NR}^{20}\text{R}^{20}$ ,  $-\text{NHC}(=\text{O})\text{R}^{20}$ ,  $-\text{NR}^{20}\text{R}^{20}$ ,  $-\text{OR}^{20}$ ,  $-\text{SR}^{20}$ ,  $-\text{S}(=\text{O})\text{R}^{20}$ ,  $-\text{SO}_2\text{R}^{20}$ ,  $-\text{SO}_2\text{NR}^{20}\text{R}^{20}$ ,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl, or  $\text{C}_1\text{-C}_4$  haloalkoxy;
- 25  $\text{R}^{20}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl, aryl, aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;
- 30 alternatively,  $\text{NR}^{20}\text{R}^{20}$  may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;
- 35  $\text{A}^2$  is a bond,  $-\text{NH}-\text{CR}^3\text{R}^4-\text{C}(=\text{O})-$ , an amino acid residue,



A<sup>3</sup> is a bond, -NH-CR<sup>5</sup>R<sup>6</sup>-C(=O)-, or an amino acid residue;

A<sup>4</sup> is a bond, -NH-CR<sup>7</sup>R<sup>8</sup>-C(=O)-, or an amino acid residue;

10

A<sup>5</sup> is a bond or an amino acid residue;

A<sup>7</sup> is a bond or an amino acid residue;

15 A<sup>8</sup> is an amino acid residue;

A<sup>9</sup> is an amino acid residue;

R<sup>1</sup> is selected from the group: H, F,

20

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

25 R<sup>1a</sup> is selected at each occurrence from the group:

Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH,

-CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>, -SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>,

-C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>, -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>,

C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy,

30

-S-(C<sub>1</sub>-C<sub>6</sub> alkyl),

aryl substituted with 0-5 R<sup>1c</sup>,

-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,

-S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

35

O, S, and N, and substituted with 0-3 R<sup>1c</sup>;

5

R<sup>1b</sup> is H,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,

10 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,

aryl substituted with 0-5 R<sup>1c</sup>, or

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

15 O, S, and N, said heterocyclic group substituted with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,

F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,

20 NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H, F, or C<sub>1</sub>-C<sub>4</sub> alkyl;

25

R<sup>3</sup> is selected from the group: H,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,

30 -(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,

-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and

-(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic

35 group is substituted with 0-2 R<sup>3b</sup>;

R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,

-SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

5 R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;

R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
10 C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
-(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
15 said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
S, and N;

R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
20 phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

R<sup>5</sup> and R<sup>7</sup> are independently H or R<sup>3</sup>;

25 R<sup>6</sup> and R<sup>8</sup> are independently H or R<sup>4</sup>;

R<sup>9</sup> is selected from the group: -S(=O)R<sup>9a</sup>, -S(=O)<sub>2</sub>R<sup>9a</sup>,  
-C(=O)R<sup>9a</sup>, -C(=O)OR<sup>9a</sup>, -C(=O)NHR<sup>9a</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

30 R<sup>9a</sup> is selected from the group:  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
35 5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-3 R<sup>9c</sup>;

5 R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
R<sup>9c</sup>;  
10 R<sup>9c</sup> is selected at each occurrence from the group:  
CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
15 C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
20 group: O, S, and N, and said heterocyclic group  
is substituted with 0-4 R<sup>9d</sup>;  
R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
25 OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
NO<sub>2</sub>;  
n is 1, 2, or 3; and  
30 p is 1 or 2; and  
q, at each occurrence, is independently 0, 1 or 2.  
4. A compound according to Claim 3, wherein  
35 R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, and C<sub>1</sub>-C<sub>6</sub>  
alkyl substituted with 0-1 R<sup>10a</sup>;  
R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>,

5            $-\text{CO}_2\text{R}^{11}$ ,  $-\text{NR}^{11}\text{R}^{11}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{C}(=\text{NH})\text{NH}_2$ , and aryl  
substituted with 0-1  $\text{R}^{10b}$ ;

$\text{R}^{10b}$  is selected from the group:  $-\text{CO}_2\text{H}$ ,  $-\text{NH}_2$ ,  $-\text{OH}$ ,  $-\text{SH}$ , and  
 $-\text{C}(=\text{NH})\text{NH}_2$ ;

10            $\text{R}^{10c}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

alternatively,  $\text{R}^{10}$  and  $\text{R}^{10c}$  can be combined to form a  $\text{C}_3\text{-C}_6$   
cycloalkyl group substituted with 0-1  $\text{R}^{10a}$ ;

15            $\text{R}^{11}$  is, at each occurrence, independently H or  $\text{C}_1\text{-C}_4$  alkyl;

$\text{R}^{11a}$  is H,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl,  $\text{C}_2\text{-C}_4$  alkenyl,  
 $\text{C}_2\text{-C}_4$  alkynyl, aryl, aryl( $\text{C}_1\text{-C}_4$  alkyl)-,  
20            $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$  alkyl)-;

$\text{Q}^2$  is  $-\text{X-NR}^{12}\text{-Z}$ ,  $-\text{NR}^{12}\text{-Y-Z}$ , or  $-\text{X-NR}^{12}\text{-Y-Z}$ ;

25           X is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ , and  
 $-\text{S}(=\text{O})_2-$ ;

Y is selected from the group:  $-\text{C}(=\text{O})-$ ,  $-\text{S}-$ ,  $-\text{S}(=\text{O})-$ , and  
 $-\text{S}(=\text{O})_2-$ ;

30            $\text{R}^{12}$  is H or  $\text{C}_1\text{-C}_4$  alkyl;

Z is  $\text{C}_1\text{-C}_4$  haloalkyl,

$\text{C}_1\text{-C}_4$  alkyl substituted with 0-3  $\text{Z}^a$ ,  
 $\text{C}_2\text{-C}_4$  alkenyl substituted with 0-3  $\text{Z}^a$ ,  
35            $\text{C}_2\text{-C}_4$  alkynyl substituted with 0-3  $\text{Z}^a$ ,  
 $\text{C}_3\text{-C}_{10}$  cycloalkyl substituted with 0-5  $\text{Z}^b$ ,  
 $\text{C}_3\text{-C}_{10}$  carbocycle substituted with 0-5  $\text{Z}^b$ ,  
aryl substituted with 0-5  $\text{Z}^b$ ,



- 5            5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted with 0-4 Z<sup>b</sup>;  
an amino acid residue, or
- 10           -A<sup>7</sup>-A<sup>8</sup>-A<sup>9</sup>;
- Z<sup>a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -NR<sup>20</sup>R<sup>20</sup>,
- 15           -OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy,
- C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>,
- 20           C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>, aryl substituted with 0-5 Z<sup>b</sup>, or
- 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, said heterocyclic group substituted
- 25           with 0-4 Z<sup>b</sup>;
- Z<sup>b</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -NR<sup>20</sup>R<sup>20</sup>,
- 30           -OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy,
- C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>c</sup>,
- 35           C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>c</sup>, aryl substituted with 0-5 Z<sup>c</sup>, or
- 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

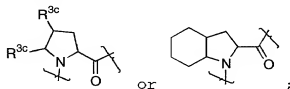
5 O, S, and N, said heterocyclic group substituted  
with 0-4 Z<sup>c</sup>;

Z<sup>c</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
10 NR<sup>20</sup>R<sup>20</sup>,  
-OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub>  
haloalkoxy;

15 R<sup>20</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl,  
aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

alternatively, NR<sup>20</sup>R<sup>20</sup> may form a piperidinyl, piperazinyl,  
20 or morpholinyl group;

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, an amino acid residue,



25 A<sup>3</sup> is a bond or an amino acid residue;

A<sup>4</sup> is a bond or an amino acid residue;

A<sup>5</sup> is a bond;

30

R<sup>1</sup> is selected from the group: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and  
35 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

- 5  $R^{1a}$  is selected at each occurrence from the group:  
 Cl, F, Br, I,  $CF_3$ ,  $CHF_2$ , OH, =O, SH,  $-CO_2R^{1b}$ ,  $-SO_2R^{1b}$ ,  
 $-SO_3R^{1b}$ ,  $-P(O)_2R^{1b}$ ,  $-P(O)_3R^{1b}$ ,  $-C(=O)NHR^{1b}$ ,  $-NHC(=O)R^{1b}$ ,  
 $-SO_2NHR^{1b}$ ,  $-OR^{1b}$ ,  $-SR^{1b}$ ,  $C_1-C_3$  alkyl,  $C_3-C_6$  cycloalkyl,  
 $C_1-C_6$  alkoxy,  $-S-(C_1-C_6 \text{ alkyl})$ ,  
 10 aryl substituted with 0-5  $R^{1c}$ ,  
 $-O-(CH_2)_q$ -aryl substituted with 0-5  $R^{1c}$ ,  
 $-S-(CH_2)_q$ -aryl substituted with 0-5  $R^{1c}$ , and  
 5-10 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 15 O, S, and N, and substituted with 0-3  $R^{1c}$ ;

- $R^{1b}$  is H,  
 $C_1-C_4$  alkyl substituted with 0-3  $R^{1c}$ ,  
 $C_2-C_4$  alkenyl substituted with 0-3  $R^{1c}$ ,  
 20  $C_2-C_4$  alkynyl substituted with 0-3  $R^{1c}$ ,  
 $C_3-C_6$  cycloalkyl substituted with 0-5  $R^{1c}$ ,  
 $C_3-C_6$  carbocycle substituted with 0-5  $R^{1c}$ ,  
 aryl substituted with 0-5  $R^{1c}$ , or  
 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 25 O, S, and N, said heterocyclic group substituted  
 with 0-4  $R^{1c}$ ;

- $R^{1c}$  is selected at each occurrence from:  $C_1-C_4$  alkyl, Cl,  
 30 F, Br, I, OH,  $C_1-C_4$  alkoxy,  $-CN$ ,  $-NO_2$ ,  $C(O)OR^{1d}$ ,  
 $NR^{1d}R^{1d}$ ,  $CF_3$ , and  $OCF_3$ ;

$R^{1d}$  is H or  $C_1-C_4$  alkyl;

- 35  $R^2$  is H or  $C_1-C_4$  alkyl;

$R^3$  is selected from the group: H,  
 $C_1-C_6$  alkyl substituted with 0-4  $R^{3a}$ ,

5 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
 -(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
 -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
 -(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
 10 carbon atoms and 1-4 heteroatoms selected from  
 the group: O, S, and N, and said heterocyclic  
 group is substituted with 0-2 R<sup>3b</sup>;

R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
 15 -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, - NH<sub>2</sub>, -OH, -SH, and  
 -C(=NH)NH<sub>2</sub>;

20 R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
 C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
 -(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
 25 -(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
 said heterocyclic group consists of carbon atoms  
 and 1-4 heteroatoms selected from the group: O,  
 S, and N;

30 R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
 phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
 C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

R<sup>9</sup> is selected from the group: -S(=O)<sub>2</sub>R<sup>9a</sup>, -C(=O)R<sup>9a</sup>,  
 35 C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>, C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and  
 C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

R<sup>9a</sup> is selected from the group:  
 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,

5 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
10 is substituted with 0-3 R<sup>9c</sup>;

R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
15 group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:  
CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
20 NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
25 5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-4 R<sup>9d</sup>;

30 R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN,  
and NO<sub>2</sub>;

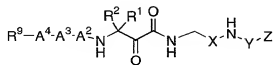
35 n is 1 or 2; and

p is 1 or 2; and

q, at each occurrence, is independently 0, 1 or 2.

40

- 5 5. A compound according to Claim 4, wherein the compound is of Formula (III):



(III)

- 10 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R<sup>11</sup> is, at each occurrence, independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

- 15 X is -C(=O)-, -S-, -S(=O)-, or -S(=O)<sub>2</sub>-;

Y is -C(=O)- or -S(=O)<sub>2</sub>-;

Z is C<sub>1</sub>-C<sub>4</sub> haloalkyl,

- 20 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 Z<sup>a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 Z<sup>a</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 Z<sup>a</sup>,  
C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>,  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>,  
25 aryl substituted with 0-5 Z<sup>b</sup>, or  
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, 35 benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl,

5 tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
isothiazolopyridinyl, thiazolopyridinyl,  
oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; said heterocyclic group  
10 substituted with 0-4 Z<sup>b</sup>;

Z<sup>a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -  
CH<sub>3</sub>, -OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20</sup>, -NHC(=O)R<sup>20</sup>, -  
NR<sup>20</sup>R<sup>20</sup>,  
15 -OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,  
C<sub>1</sub>-C<sub>4</sub> haloalkoxy,

C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>,  
20 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>,  
aryl substituted with 0-5 Z<sup>b</sup>, or  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
25 pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
30 1H-indazolyl, benzofuranyl, benzothiofuranyl,  
benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolinyl,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinolinyl, octahydroisoquinolinyl,  
35 tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
isothiazolopyridinyl, thiazolopyridinyl,  
oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; said heterocyclic group  
40 substituted with 0-4 Z<sup>b</sup>;

5

$Z^b$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ ,  $-NR^{20}R^{20}$ ,

10  $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,  
 $C_1-C_4$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  
 $C_1-C_4$  haloalkoxy,

$C_3-C_{10}$  cycloalkyl substituted with 0-5  $Z^c$ ,

$C_3-C_{10}$  carbocycle substituted with 0-5  $Z^c$ ,

15 aryl substituted with 0-5  $Z^c$ , or

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
 pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
 20 imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
 morpholinyl, oxazolyl, oxazolidinyl,  
 tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
 thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
 1*H*-indazolyl, benzofuranyl, benzothiofuranyl,  
 25 benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
 benzoxazolyl, oxindolyl, benzoxazolinyl,  
 benzthiazolyl, benzisothiazolyl, isatinoyl,  
 isoquinolinyl, octahydroisoquinolinyl,  
 tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
 30 isoxazolopyridinyl, quinazolinyl, quinolinyl,  
 isothiazolopyridinyl, thiazolopyridinyl,  
 oxazolopyridinyl, imidazolopyridinyl, and  
 pyrazolopyridinyl; said heterocyclic group  
 substituted with 0-4  $Z^c$ ;

35

$Z^c$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-CH_3$ ,  $-OCH_3$ ,  $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20}$ ,  $-NHC(=O)R^{20}$ ,  $-NR^{20}R^{20}$ ,  
 $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20}$ ,

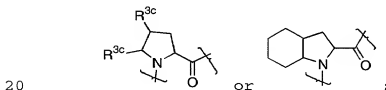


5 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>20</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl,  
aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or  
10 C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

alternatively, NR<sup>20</sup>R<sup>20</sup> may form a piperidinyl, piperazinyl,  
or morpholinyl group;

15 A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val,



A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

25 A<sup>4</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

30 R<sup>1</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>, C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>, C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

35

R<sup>1a</sup> is selected at each occurrence from the group:

Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,

5        $-\text{SO}_3\text{R}^{1b}$ ,  $-\text{P}(\text{O})_2\text{R}^{1b}$ ,  $-\text{P}(\text{O})_3\text{R}^{1b}$ ,  $-\text{C}(=\text{O})\text{NHR}^{1b}$ ,  $-\text{NHC}(=\text{O})\text{R}^{1b}$ ,  
 $-\text{SO}_2\text{NHR}^{1b}$ ,  $-\text{OR}^{1b}$ ,  $-\text{SR}^{1b}$ ,  $\text{C}_1\text{-C}_3$  alkyl,  $\text{C}_3\text{-C}_6$  cycloalkyl,  
 $\text{C}_1\text{-C}_6$  alkoxy,  $-\text{S}(\text{C}_1\text{-C}_6 \text{ alkyl})$ ,  
 aryl substituted with 0-5  $\text{R}^{1c}$ ,  
 $-\text{O}(\text{CH}_2)_q\text{-aryl}$  substituted with 0-5  $\text{R}^{1c}$ ,  
 10        $-\text{S}(\text{CH}_2)_q\text{-aryl}$  substituted with 0-5  $\text{R}^{1c}$ , and  
 5-10 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
 pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
 15       imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
 morpholinyl, oxazolyl, oxazolidinyl,  
 tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
 thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
 1H-indazolyl, benzofuranyl, benzothiofuranyl,  
 20       benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
 benzoxazolyl, oxindolyl, benzoxazolinyl,  
 benzthiazolyl, benzisothiazolyl, isatinoyl,  
 isoquinolinyl, octahydroisoquinolinyl,  
 tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
 25       isoxazolopyridinyl, quinazolinyl, quinolinyl,  
 isothiazolopyridinyl, thiazolopyridinyl,  
 oxazolopyridinyl, imidazolopyridinyl, and  
 pyrazolopyridinyl; and substituted with 0-3  $\text{R}^{1c}$ ;  
 30        $\text{R}^{1b}$  is H,  
 $\text{C}_1\text{-C}_4$  alkyl substituted with 0-3  $\text{R}^{1c}$ ,  
 $\text{C}_2\text{-C}_4$  alkenyl substituted with 0-3  $\text{R}^{1c}$ ,  
 $\text{C}_2\text{-C}_4$  alkynyl substituted with 0-3  $\text{R}^{1c}$ ,  
 $\text{C}_3\text{-C}_6$  cycloalkyl substituted with 0-5  $\text{R}^{1c}$ ,  
 35        $\text{C}_3\text{-C}_6$  carbocycle substituted with 0-5  $\text{R}^{1c}$ ,  
 aryl substituted with 0-5  $\text{R}^{1c}$ , or  
 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
 40       pyrazinyl, piperazinyl, piperidinyl, imidazolyl,

5           imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
           morpholinyl, oxazolyl, oxazolidinyl,  
           tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
           thiazolyl, triazinyl, and triazolyl; said  
           heterocyclic group substituted with 0-3 R<sup>1c</sup>;  
 10           R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
           F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
           NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;  
 15   R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;  
       R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;  
       R<sup>3</sup> is selected from the group: H,  
 20   C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,  
       C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
       C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
       -(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
       -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
 25   -(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
       carbon atoms and 1-4 heteroatoms selected from  
       the group: pyridinyl, furanyl, thienyl, pyrrolyl,  
       pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,  
       imidazolyl, imidazolidinyl, indolyl, tetrazolyl,  
 30   isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
       tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
       thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
       1H-indazolyl, benzofuranyl, benzothiofuranyl,  
       benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
 35   benzoxazolyl, oxindolyl, benzoxazolinyl,  
       benzthiazolyl, benzisothiazolyl, isatinoyl,  
       isoquinolinyl, octahydroisoquinolinyl,  
       tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
       isoxazolopyridinyl, quinazolinyl, quinolinyl,  
 40   isothiazolopyridinyl, thiazolopyridinyl,

- 5                   oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; and said heterocyclic group is  
substituted with 0-2 R<sup>3b</sup>;
- R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
10               -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;
- R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, - NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;
- 15   R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;
- R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
20               -(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
S, and N;
- 25   R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;
- R<sup>9</sup> is selected from -S(=O)<sub>2</sub>R<sup>9a</sup> and -C(=O)R<sup>9a</sup>;
- 30   R<sup>9a</sup> is selected from the group:  
phenyl substituted with 0-3 R<sup>9c</sup>,  
naphthyl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
35               group: pyridinyl, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,  
imidazolyl, imidazolidinyl, indolyl, tetrazolyl,  
isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
40               tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,

5           thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
1*H*-indazolyl, benzofuranyl, benzothiofuranyl,  
benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolinyl,  
10       benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinolinyl, octahydroisoquinolinyl,  
tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
isothiazolopyridinyl, thiazolopyridinyl,  
15       oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; and said heterocyclic group is  
substituted with 0-3 R<sup>9c</sup>;

R<sup>9c</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
20       NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
25       5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: pyridinyl, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,  
imidazolyl, imidazolidinyl, indolyl, tetrazolyl,  
30       isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, and triazolyl; said  
heterocyclic group is substituted with 0-4 R<sup>9d</sup>;

35   R<sup>9d</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN,  
and NO<sub>2</sub>;

40   p is 1 or 2; and

5

q, at each occurrence, is independently 0, 1 or 2.

6. A compound of Claim 5, wherein

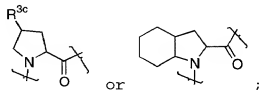
10 X is  $-C(=O)-$ ;

Y is  $-S(=O)_2-$ ;

Z is selected from the group:

15 methyl, ethyl, propyl, trifluoromethyl,  
phenyl, benzyl, 4-phenyl-phenyl, 4-NCS-phenyl,  
2-fluorophenyl-, 3-fluorophenyl-, 4-fluorophenyl-,  
2-chlorophenyl-, 3-chlorophenyl-, 4-chlorophenyl-,  
2-cyanophenyl-, 3-cyanophenyl-, 4-cyanophenyl-,  
20 2-nitrophenyl-, 3-nitrophenyl-, 4-nitrophenyl-,  
2-CF<sub>3</sub>SO<sub>2</sub>-phenyl-, 3-CF<sub>3</sub>SO<sub>2</sub>-phenyl-, 4-CF<sub>3</sub>SO<sub>2</sub>-phenyl-,  
2-CF<sub>3</sub>-phenyl-, 3-CF<sub>3</sub>-phenyl-, 4-CF<sub>3</sub>-phenyl-,  
3-NO<sub>2</sub>-4-Cl-phenyl-, 3-Cl-4-CH<sub>3</sub>-phenyl-,  
2-Cl-5-CF<sub>3</sub>-phenyl-, 2-Cl-5-CO<sub>2</sub>H-phenyl-,  
25 3-NO<sub>2</sub>-4-CH<sub>3</sub>-phenyl-, 3-Cl-5-NH<sub>2</sub>SO<sub>2</sub>-phenyl-,  
3,5-diCF<sub>3</sub>-phenyl-, 3,4-diCF<sub>3</sub>-phenyl-,  
3,5-diCl-phenyl-, 2,5-diCl-phenyl-, 3,4-diCl-phenyl-,  
3,5-diF-phenyl-, 2,5-diF-phenyl-, 3,4-diF-phenyl-,  
2-F-4-Cl-5-CO<sub>2</sub>H-phenyl-, 2,4-diCl-5-CO<sub>2</sub>H-phenyl-,  
30 2,4-diCl-5-CH<sub>3</sub>CO<sub>2</sub>-phenyl-, 2,4-diCl-5-CH<sub>3</sub>-phenyl-,  
2-OH-3,5-diCl-phenyl-, 2,4,5-triCl-phenyl-,  
3,5-diCl-4-(4-NO<sub>2</sub>phenyl)phenyl-,  
2-Cl-5-benzylNHCO-phenyl-, 2-Cl-5-CF<sub>3</sub>CH<sub>2</sub>NHCO-phenyl-,  
2-Cl-5-cyclopropylmethylNHCO-phenyl-,  
35 2-Cl-4-CH<sub>3</sub>CONH-phenyl-, 3-Cl-5-(phenylCONHSO<sub>2</sub>)-phenyl-,  
3-Cl-5-CH<sub>3</sub>CONH-phenyl-, 5-ethoxy-benzothiazol-2-yl-,  
naphth-2-yl, (CH<sub>3</sub>CONH)thiadiazolyl-,  
(s-butylCONH)thiadiazolyl-, (n-pentylCONH)thiadiazolyl-,  
(phenylCONH)thiadiazolyl-, and  
40 (3-ClphenylCONH)thiadiazolyl-,

- 5 A<sup>2</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val;



10

- A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

- 15 A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

R<sup>1</sup> is selected from the group:

- 20 -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>2</sub>CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,  
 25 -CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,  
 -CH<sub>2</sub>CHF<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CHF<sub>2</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CHF<sub>2</sub>,  
 -CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),  
 trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), -CH<sub>2</sub>CH<sub>2</sub>CH=CH, -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>,  
 30 -CH<sub>2</sub>CO<sub>2</sub>H, -CH<sub>2</sub>CH<sub>2</sub>CO<sub>2</sub>H, -CH<sub>2</sub>CO<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>,  
 -CH<sub>2</sub>CH<sub>2</sub>CO<sub>2</sub>C(CH<sub>3</sub>)<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>NH<sub>2</sub>,  
 phenyl, benzyl, phenethyl, phenpropyl, phenbutyl,  
 (2-methylphenyl)ethyl-, (3-methylphenyl)ethyl-,  
 (4-methylphenyl)ethyl-, (4-ethylphenyl)ethyl-,  
 35 (4-*i*-propylphenyl)ethyl-, (4-*t*-butylphenyl)ethyl-,  
 (4-hydroxyphenyl)ethyl-, (4-phenyl-phenyl)ethyl-,  
 (4-phenoxy-phenyl)ethyl-, (4-cyclohexyl-phenyl)ethyl-,  
 (4-cyclopropyl-phenyl)ethyl-,

5 (2,5-dimethylphenyl)ethyl-,  
 (2,4-dimethylphenyl)ethyl-, (2,6-difluorophenyl)ethyl-,  
 (4-cyclopentyl-phenyl)ethyl-,  
 (4-cyclobutyl-phenyl)ethyl-,  
 (2-trifluoromethylphenyl)ethyl-,  
 10 (3-trifluoromethylphenyl)ethyl-,  
 (4-trifluoromethylphenyl)ethyl-,  
 (2-fluorophenyl)ethyl-, (3-fluorophenyl)ethyl-,  
 (4-fluorophenyl)ethyl-, (2-chlorophenyl)ethyl-,  
 (3-chlorophenyl)ethyl-, (4-chlorophenyl)ethyl-,  
 15 (2-bromophenyl)ethyl-, (3-bromophenyl)ethyl-,  
 (4-bromophenyl)ethyl-,  
 (2,3,4,5,6-pentafluorophenyl)ethyl-,  
 (naphth-2-yl)ethyl, (cyclobutyl)methyl,  
 (cyclobutyl)ethyl, (cyclobutyl)propyl, cyclopropyl,  
 20 cyclobutyl, cyclopentyl, and cyclohexyl;

R<sup>2</sup> is H, methyl, or ethyl;

R<sup>3c</sup> is H, methyl, ethyl, -OH, methoxy, ethoxy, propoxy,  
 25 phenoxy, or benzyloxy; and

R<sup>9</sup> is selected from:

2-pyrazinyl-carbonyl-,  
 4-(N-pyrrolyl)phenyl-carbonyl-,  
 30 5-(4-chlorophenyl)furan-2-yl-carbonyl-,  
 1-anthracenyl-carbonyl-,  
 7-nitro-anthracen-1-yl-carbonyl-,  
 (3-phenyl-2-cyanomethoxyphenyl)carbonyl-,  
 5-(2-Cl-3-CF<sub>3</sub>-phenyl)-furan-2-yl-carbonyl-,  
 35 5-(4-Cl-phenyl)-furan-2-yl-carbonyl-,  
 5-(pyrid-2-yl)-thiophen-2-yl-carbonyl-,  
 (2-methoxyphenyl)ethylcarbonyl-,  
 (3-benzopyrrolyl)ethylcarbonyl-,  
 (N-phenyl-5-propyl-imidazol-4-yl)-carbonyl-,  
 40 1-naphthyl-sulphonyl-, and  
 5-(isoxazol-2-yl)thiophen-2-yl-sulphonyl-.



5

7. A compound according to Claim 1, wherein the compound is selected from the group:

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
10 L-alanyl-2-oxo-(3 S)-3-amino pentanoylglycine;

(3S)-2-oxo-3-([N-(2-pyrazinylcarbonyl)-L-leucyl-L-  
isoleucyl-3-cyclohexyl-L-alanyl]amino)-N-(2H-tetrazol-5-  
ylmethyl) pentanamide;

15

2-oxo-3-([N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
cyclohexylalanyl]amino)-N-(sulfomethyl)pentanamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
20 cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(2-nitrophenyl)  
sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(methylsulfonyl)  
25 glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(phenylmethyl)  
sulfonyl]glycinamide;

30

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(phenylsulfonyl)  
glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
35 cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-  
[(trifluoromethyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
40 cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2-  
nitrophenyl)sulfonyl]glycinamide;

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-nitrophenyl)sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-fluorophenyl)sulfonyl]glycinamide;
- 10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-fluorophenyl)sulfonyl]glycinamide;
- 15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[(3-fluorophenyl)sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2-fluorophenyl)sulfonyl]glycinamide;
- 20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chlorophenyl)sulfonyl]glycinamide;
- 25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentano yl-N-[(3-chlorophenyl)sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(thionitroso) phenyl]sulfonyl]glycinamide;
- 30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-[(trifluoromethyl)sulfonyl]phenyl]sulfonyl]glycinamide;
- 35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(trifluoromethyl)phenyl]sulfonyl]glycinamide;
- 40

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-cyanophenyl)sulfonyl]glycinamide;
- 10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3-chloro-4-methylphenyl)sulfonyl]glycinamide;
- 15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chloro-3-nitrophenyl)sulfonyl]glycinamide;
- 20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;
- 25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-methyl-3-nitrophenyl)sulfonyl]glycinamide;
- 30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-(trifluoromethyl)phenyl]sulfonyl]glycinamide;
- 35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(5-carboxy-2-chlorophenyl)sulfonyl]glycinamide;
- 40 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,4-difluorophenyl)sulfonyl]glycinamide;

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichloro-2-hydroxyphenyl)sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-  
10 L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[(2,4;,5-trichlorophenyl)-sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(5-carboxy-4-  
15 chloro-2-fluorophenyl)sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[5-(dimethylamino)-1-naphthalenyl]sulfonyl]glycinamide;  
20
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(2-naphthalenylsulfonyl)glycinamide;
- 25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[(4-(phenyl)phenyl)-sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-  
30 cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(6-ethoxy-2-benzothiazolyl)sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-  
35 [[(phenylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-[[ (2-trifluoroethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;  
40

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-[[ (cyclopropylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;
- 10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-nitro-4-(2-pyrimidinylthio)phenyl]sulfonyl]glycinamide;
- 15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-4-(acetylamino)phenyl]sulfonyl]glycinamide;
- 20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-chloro-4-(2-benzoxazolylthio)phenyl]sulfonyl]glycinamide;
- 25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[3,5-dichloro-4-(4-nitrophenoxy)phenyl]sulfonyl]glycinamide;
- 30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[5-(acetylamino)-1,3,4-thiadiazol-2-yl]sulfonyl]glycinamide;
- 35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[3-(aminosulfonyl)-5-chlorophenyl]sulfonyl]glycinamide;
- 40 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[[3,5-bis(trifluoromethyl)phenyl]sulfonyl]glycinamide;

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[4-[5-[3-(4-chlorophenyl)-3-oxo-1-propenyl]-2-furanyl]phenyl]sulfonyl]glycinamide;
- 10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[[ (phenylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[[ (2,2,2-trifluoroethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;
- 15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[(benzoylamino)sulfonyl]-5-chlorophenyl]sulfonyl]glycinamide;
- 20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[(benzoylamino)sulfonyl]-5-chlorophenyl]sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoylglycine;
- 25 (3S)-5,5-difluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N-(2H-tetrazol-5-ylmethyl)pentanamide;
- 30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;
- N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;
- 35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;
- 40 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-(acetylamino)-1,3,4-thiadiazol-2-yl)sulfonyl]glycinamide;

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-(3-aminosulfonyl-5-chlorophenyl)sulfonyl]glycinamide;
- (3S)-5,5,5-trifluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N-(2H-tetrazol-5-ylmethyl)pentanamide;
- 10 N-[4-sec-butyl-15-[[[3-chloro-5-[[[3,3,3-trifluoropropanoyl]amino]sulfonyl]phenyl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;
- 15 N-[4-sec-butyl-15-[[[3-chloro-5-[(hexanoylamino)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;
- 20 N-[15-[[[1,1'-biphenyl]-3-ylsulfonyl]amino]-4-sec-butyl-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;
- 25 N-(4-sec-butyl-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-15-[[[4'-methoxy[1,1'-biphenyl]-4-yl)sulfonyl]amino]-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;
- 30 N-(4-sec-butyl-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-15-[[[4'-methoxy[1,1'-biphenyl]-4-yl)sulfonyl]amino]-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;
- 35 N-(4-sec-butyl-7-(cyclohexylmethyl)-15-[[[3',5'-dichloro[1,1'-biphenyl]-4-yl)sulfonyl]amino]-10-ethyl-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;
- 40 N-[4-sec-butyl-15-[[[4'-chloro[1,1'-biphenyl]-3-yl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-

5 difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

*N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-({[3-(2-methylphenoxy)phenyl]sulfonyl}amino)-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

10 *N*-[4-*sec*-butyl-15-({[3-(2-chlorophenoxy)phenyl]sulfonyl}amino)-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

15 (3*S*,6*S*,9*S*,12*S*)-9-(cyclohexylmethyl)-12-(2,2-difluoroethyl)-3-isobutyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13-pentaoxo-1-(2-pyrazinyl)-2,5,8,11-tetraazatetradecan-14-oic acid;

20 *N*-(4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-({[4'-methyl[1,1'-biphenyl]-3-yl]sulfonyl}amino)-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;

25 *N*-[15-({[3',5'-bis(trifluoromethyl)[1,1'-biphenyl]-3-yl]sulfonyl}amino)-4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

30 *N*-[4-*sec*-butyl-15-[(5-[(4-cyanobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

35 *N*-[4-*sec*-butyl-15-[(5-[(2-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

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- 5 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-[(5-[(4-methoxybenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;
- 10 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-[(5-[(3-methoxybenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;
- 15 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-15-[(5-[(3,5-dimethylbenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;
- 20 *N*-(4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-15-[(3-phenoxyphenyl)sulfonyl]amino)-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;
- 25 6-*sec*-butyl-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-1,4,7,10,13-pentaoxo-1-(2-pyrazinyl)-2,5,8,11-tetraazatetradecan-14-oic acid;
- 30 *N*-{4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-15-[(5-[(3-methylbutanoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino}-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;
- 35 *N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-15-[(5-(hexanoylamino)-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl)-2-pyrazinecarboxamide;
- 40 methyl (3*S*,6*S*,9*S*,12*S*)-9-(cyclohexylmethyl)-12-(2,2-difluoroethyl)-3-isobutyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaheptadecan-17-oate;

5 N-[4-*sec*-butyl-15-{{(3-chloro-5-{{(3-chlorobenzoyl)amino)sulfonyl}phenyl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

10 N-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-15-{{(4-(trifluoromethyl)[1,1'-biphenyl]-3-yl)sulfonyl}amino}-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

15 N-[15-{{(1,1'-biphenyl)-3-ylsulfonyl}amino}-4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

20 N-[4-*sec*-butyl-15-{{(5-[(4-*tert*-butylbenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-25 3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

N-[4-*sec*-butyl-15-{{(3-chloro-5-{{(3-methylbutanoyl)amino)sulfonyl}phenyl)sulfonyl}amino}-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-30 2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

N-{{(1*S*,4*S*,7*S*,10*S*)-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-14-[4-(4-methoxyphenyl)-5-(35 (trifluoromethyl)-4*H*-1,2,4-triazol-3-yl)-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazatetradec-1-yl]-2-pyrazinecarboxamide;

N-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-40 15-{{(5-[(4-ethylbenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl}amino}-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

5 N-[4-sec-butyl-15-[(5-[(4-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

10 N-[4-sec-butyl-7-(cyclohexylmethyl)-15-[(5-[(3,5-difluorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

15 N-[4-sec-butyl-15-[(5-[(3-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl)sulfonyl]amino]-7-(cyclohexylmethyl)-10-(2,2-difluoroethyl)-1-isobutyl-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl]-2-pyrazinecarboxamide;

20 N-[(1S,4S,7S,10S)-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1R)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-yl]-2-pyrazinecarboxamide;

25 N-[(1S,4S,7S,10S)-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1R)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-yn-1-yl]-2-pyrazinecarboxamide;

30 tert-butyl (3S,6S,9S,12S)-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-6-[(1R)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaheptadecan-17-oate;

35 N-[(1S,4S,7S,10S)-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1R)-1-methylpropyl]-2,5,8,11,12-pentaoxo-14-phenyl-3,6,9,13-tetraazatetradec-1-yl]-2-pyrazinecarboxamide

40 N-[(1S)-1-[(1S,2R)-1-[(1S)-1-(cyclohexylmethyl)-2-[(1S)-1-ethyl-2,3-dioxo-3-(1-pyrrolidinyl)propyl]amino]-2-oxoethyl]amino]carbonyl]-2-methylbutyl]amino]carbonyl]-3-methylbutyl)-2-pyrazinecarboxamide;

- 5 *N*-{(1*S*,4*S*,7*S*,10*S*)-7-(cyclohexylmethyl)-10-ethyl-15,15,15-trifluoro-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12-pentaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;
- 10 *N*-{(1*S*,4*S*,7*S*,10*S*)-15-amino-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-4-[(1*R*)-1-methylpropyl]-2,5,8,11,12,15-hexaoxo-3,6,9,13-tetraazapentadec-1-yl}-2-pyrazinecarboxamide;
- (3*S*,6*S*,9*S*,12*S*,16*S*)-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-16-methyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaheptadecan-17-oic acid;
- 15 *N*-[9-*sec*-butyl-6-(cyclohexylmethyl)-3-ethyl-12-isobutyl-2,5,8,11,14-pentaoxo-14-(2-pyrazinyl)-4,7,10,13-tetraazatetradec-1-anoyl]aspartic acid;
- (3*S*,6*S*,9*S*,12*S*)-9-(cyclohexylmethyl)-12-ethyl-3-isobutyl-6-[(1*R*)-1-methylpropyl]-1,4,7,10,13,14-hexaoxo-1-(2-pyrazinyl)-2,5,8,11,15-pentaazaoctadecan-18-oic acid;
- 20 1,1-dimethylethyl *N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl-(4*R*)-4-(phenylmethoxy)-*L*-prolyl-5,5-difluoro-2-oxo-(3*S*)-3-aminopentanoylglycine;
- 25 30 *N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl-(4*R*)-4-(phenylmethoxy)-*L*-prolyl-5,5-difluoro-2-oxo-(3*S*)-3-aminopentanoylglycine;
- 35 (4*R*)-1-[*N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl]-*N*-[(1*S*)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2*H*)-tetrazol-5-ylmethyl]amino]propyl]-4-(phenylmethoxy)-*L*-prolinamide;
- (4*R*)-*N*-(2-pyrazinylcarbonyl)-*L*-leucyl-*L*-isoleucyl-*N*-[(1*S*)-1-(2,2-difluoroethyl)-3-methoxy-2,3-dioxopropyl]-4-(phenylmethoxy)-*L*-prolinamide;
- 40

- 5 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;
- 10 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-carboxy-2-chlorophenyl)-sulfonyl]glycinamide;
- 15 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-acetylamino)1,3,4-thiadiazol-2-yl)sulfonyl]glycinamide;
- 20 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[3,5-dichlorophenyl)sulfonyl]glycinamide;
- 25 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(4-methyl-3-nitrophenyl)sulfonyl]-glycinamide;
- 30 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(3-carboxyl-4-chloro-2-fluorophenyl)sulfonyl]-glycinamide;
- 35 N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-[(3-chloro-4-acetylamino)phenyl)sulfonyl]-glycinamide;
- 40 N-((1S)-1-{[(1S,2R)-1-{[(2S,4R)-2-({[(1S)-3-({2-[(3-[(benzoylamino)sulfonyl]-5-chlorophenyl)sulfonyl]amino)-2-oxoethyl]amino)-1-(2,2-difluoroethyl)-2,3-dioxopropyl]amino)carbonyl]-4-(benzyloxy)pyrrolidinyl]carbonyl}-2-

- 5 methylbutyl)amino]carbonyl)-3-methylbutyl)-2-  
pyrazinecarboxamide;
- tert*-butyl ({(3*S*)-3-[( {(2*S*,4*R*)-4-(benzyloxy)-1-[(2*S*)-3-  
methyl-2-[(2*S*)-3-methyl-2-[(2-  
10 pyrazinylcarbonyl)amino]butanoyl)amino]butanoyl]pyrrolidinyl  
carbonyl)amino]-5,5-difluoro-2-  
oxopentanoyl)amino)acetate;
- N*-[(1*S*)-1-[( {(1*S*,2*R*)-1-[( {(2*S*,4*R*)-4-(benzyloxy)-2-[( {(1*S*)-3-  
15 [(2-[( {(3-chloro-4-methylphenyl)sulfonyl]amino)-2-  
oxoethyl)amino]-1-(2,2-difluoroethyl)-2,3-  
dioxopropyl]amino)carbonyl]pyrrolidinyl]carbonyl)-2-  
methylbutyl)amino]carbonyl)-3-methylbutyl)-2-  
pyrazinecarboxamide;
- 20 *N*-[(1*S*)-1-[( {(1*S*,2*R*)-1-[( {(2*S*,4*R*)-4-(benzyloxy)-2-[( {(1*S*)-3-  
(2-[( {(5-[(3-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-  
yl)sulfonyl]amino)-2-oxoethyl)amino]-1-(2,2-difluoroethyl)-  
2,3-dioxopropyl]amino)carbonyl]pyrrolidinyl]carbonyl)-2-  
25 methylbutyl)amino]carbonyl)-3-methylbutyl)-2-  
pyrazinecarboxamide;
- methyl {(3*S*)-3-[( {(2*S*,4*R*)-4-(benzyloxy)-1-[(2*S*,3*R*)-3-  
methyl-2-[(2*S*)-4-methyl-2-[(2-  
30 pyrazinylcarbonyl)amino]pentanoyl)amino]pentanoyl]pyrrolidinyl  
carbonyl)amino]-5,5-difluoro-2-  
oxopentanoyl)amino)acetate;
- N*-[(1*S*)-1-[( {(1*S*,2*R*)-1-[( {(2*S*,4*R*)-4-(benzyloxy)-2-[( {(1*S*)-3-  
35 [(2-[( {(2,4-dichloro-5-methylphenyl)sulfonyl]amino)-2-  
oxoethyl)amino]-1-(2,2-difluoroethyl)-2,3-  
dioxopropyl]amino)carbonyl]pyrrolidinyl]carbonyl)-2-  
methylbutyl)amino]carbonyl)-3-methylbutyl)-2-  
pyrazinecarboxamide;
- 40 *N*-[(1*S*)-1-[( {(1*S*,2*R*)-1-[( {(2*S*,4*R*)-4-(benzyloxy)-2-[( {(1*S*)-1-  
(2,2-difluoroethyl)-3-[(2-[(3,4-

- 5 difluorophenyl)sulfonyl]amino}-2-oxoethyl)amino]-2,3-dioxopropyl)amino)carbonyl]pyrrolidinyl)carbonyl)-2-methylbutyl)amino)carbonyl)-3-methylbutyl)-2-pyrazinecarboxamide;
- 10 methyl 5-((((3*S*)-3-(((2*S*,4*R*)-4-(benzyloxy)-1-((2*S*,3*R*)-3-methyl-2-((2*S*)-4-methyl-2-[(2-pyrazinylcarbonyl)amino]pentanoyl)amino)pentanoyl]pyrrolidinyl)carbonyl)amino)-5,5-difluoro-2-oxopentanoyl)amino)acetyl)amino)sulfonyl)-2,4-dichlorobenzoate;
- N*-{(1*S*)-1-(((1*S*,2*R*)-1-(((2*S*,4*R*)-4-(benzyloxy)-2-(((1*S*)-1-(2,2-difluoroethyl)-3-[[2-([4-(3,5-dimethyl-1-piperidinyl)-3-nitrophenyl)sulfonyl]amino)-2-oxoethyl]amino)-2,3-dioxopropyl)amino)carbonyl]pyrrolidinyl)carbonyl)-2-methylbutyl)amino)carbonyl)-3-methylbutyl)-2-pyrazinecarboxamide;
- 20
- N*-[(1*S*)-1-(((1*S*,2*R*)-1-(((2*S*,4*R*)-4-(benzyloxy)-2-(((1*S*)-1-(2,2-difluoroethyl)-3-[[2-([3-nitrophenyl)sulfonyl]amino)-2-oxoethyl]amino)-2,3-dioxopropyl)amino)carbonyl]pyrrolidinyl)carbonyl)-2-methylbutyl)amino)carbonyl)-3-methylbutyl)-2-pyrazinecarboxamide;
- 25
- N*-{(1*S*)-1-(((1*S*,2*R*)-1-(((2*S*,4*R*)-4-(benzyloxy)-2-(((1*S*)-1-(2,2-difluoroethyl)-3-[[2-([3-nitrophenyl)sulfonyl]amino)-2-oxoethyl]amino)-2,3-dioxopropyl)amino)carbonyl]pyrrolidinyl)carbonyl)-2-methylbutyl)amino)carbonyl)-3-methylbutyl)-2-pyrazinecarboxamide;
- 30
- N*-{(1*S*)-1-(((1*S*,2*R*)-1-(((2*S*,4*R*)-4-(benzyloxy)-2-(((1*S*)-1-(2,2-difluoroethyl)-3-[[2-([5-(hexanoylamino)-1,3,4-thiadiazol-2-yl)sulfonyl]amino)-2-oxoethyl]amino)-2,3-dioxopropyl)amino)carbonyl]pyrrolidinyl)carbonyl)-2-methylbutyl)amino)carbonyl)-3-methylbutyl)-2-pyrazinecarboxamide;
- 35
- 5-((((3*S*)-3-(((2*S*,4*R*)-4-(benzyloxy)-1-((2*S*,3*R*)-3-methyl-2-((2*S*)-4-methyl-2-[(2-pyrazinylcarbonyl)amino]pentanoyl)amino)pentanoyl]pyrrolidinyl)carbonyl)amino)-5,5-difluoro-2-
- 40

- 5 oxopentanoyl}amino}acetyl}amino}sulfonyl)-2,4-dichlorobenzoic acid;
- N-[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl]glycine;
- 10 N-[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(trifluoromethyl)sulfonyl]glycinamide;
- 15 N-[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;
- 20 N-[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3-nitrophenyl)sulfonyl]glycinamide;
- (4R)-1-[[5-(4-chlorophenyl)-2-furanyl]carbonyl-L-isoleucyl-N-[(1S)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2H-tetrazol-5-ylmethyl)amino]propyl]-4-(phenylmethoxy)-L-prolinamide;
- 25 (2S,4R)-4-(benzyloxy)-N-{(1S)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2H-tetraazol-5-ylmethyl)amino]propyl}-1-[(2S,3R)-3-methyl-2-[(9-oxo-9H-fluoren-1-yl)carbonyl]amino}pentanoyl)-2-pyrrolidinecarboxamide;
- 30 tert-butyl {[ (3S)-3-({[(2S,4R)-4-(benzyloxy)-1-[(2S,3R)-3-methyl-2-[(9-oxo-9H-fluoren-1-yl)carbonyl]amino}pentanoyl]pyrrolidinyl]carbonyl}amino)-5,5-difluoro-2-oxopentanoyl]amino}acetate;
- {[(3S)-3-({[(2S,4R)-4-(benzyloxy)-1-[(2S,3R)-3-methyl-2-[(9-oxo-9H-fluoren-1-yl)carbonyl]amino}pentanoyl]pyrrolidinyl]carbonyl}amino)-5,5-difluoro-2-oxopentanoyl]amino}acetic acid;
- 40



- 5 (2*S*,4*R*)-*N*-[(1*S*)-3-{[2-({[5-(acetyl amino)-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino}-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-4-(benzyloxy)-1-((2*S*,3*R*)-3-methyl-2-{{(9-oxo-9*H*-fluoren-1-yl)carbonyl}amino}pentanoyl)-2-pyrrolidinecarboxamide;
- 10 (2*S*,4*R*)-4-(benzyloxy)-*N*-((1*S*)-1-(2,2-difluoroethyl)-3-{{[2-({[5-(hexanoylamino)-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino}-2,3-dioxopropyl)-1-((2*S*,3*R*)-3-methyl-2-{{(9-oxo-9*H*-fluoren-1-yl)carbonyl}amino}pentanoyl)-2-
- 15 pyrrolidinecarboxamide;
- ((2*S*,4*R*)-4-(benzyloxy)-*N*-[(1*S*)-3-({2-([5-[(4-chlorobenzoyl)amino]-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino)-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-1-
- 20 ((2*S*,3*R*)-3-methyl-2-{{(9-oxo-9*H*-fluoren-1-yl)carbonyl}amino}pentanoyl)-2-pyrrolidinecarboxamide;
- (2*S*,4*R*)-4-(benzyloxy)-*N*-[(1*S*)-1-(2,2-difluoroethyl)-3-({2-([5-[(4-ethylbenzoyl)amino]-1,3,4-thiadiazol-2-
- 25 yl]sulfonyl}amino)-2-oxoethyl]amino)-2,3-dioxopropyl]-1-((2*S*,3*R*)-3-methyl-2-{{(9-oxo-9*H*-fluoren-1-yl)carbonyl}amino}pentanoyl)-2-pyrrolidinecarboxamide;
- tert*-butyl {[(3*S*)-3-({[(2*S*,4*R*)-4-(benzyloxy)-1-((2*S*,3*R*)-2-{[5-(4-chlorophenyl)-2-furoyl]amino}-3-methylpentanoyl]pyrrolidinyl)carbonyl}amino)-5,5-difluoro-2-oxopentanoyl]amino}acetate;
- {[(3*S*)-3-({[(2*S*,4*R*)-4-(benzyloxy)-1-((2*S*,3*R*)-2-{[5-(4-chlorophenyl)-2-furoyl]amino}-3-methylpentanoyl]pyrrolidinyl)carbonyl}amino)-5,5-difluoro-2-oxopentanoyl]amino}acetic acid;
- (2*S*,4*R*)-*N*-[(1*S*)-3-{{[2-({[5-(acetyl amino)-1,3,4-thiadiazol-2-yl]sulfonyl}amino)-2-oxoethyl]amino}-1-(2,2-difluoroethyl)-2,3-dioxopropyl]-4-(benzyloxy)-1-((2*S*,3*R*)-2-
- 40

5 { [5- (4-chlorophenyl) -2-furoyl] amino} -3-methylpentanoyl) -2-pyrrolidinecarboxamide;

(2*S*, 4*R*) -4- (benzyloxy) -*N*- [ (1*S*) -3- ( {2- [ { (5- [ (3-chlorobenzoyl) amino] -1, 3, 4-thiadiazol-2-yl) sulfonyl) amino] -

10 2-oxoethyl) amino) -1- (2, 2-difluoroethyl) -2, 3-dioxopropyl] -1- ( (2*S*, 3*R*) -2- { [5- (4-chlorophenyl) -2-furoyl] amino} -3-methylpentanoyl) -2-pyrrolidinecarboxamide;

(2*S*, 4*R*) -4- (benzyloxy) -*N*- [ (1*S*) -3- ( {2- [ { (1, 1'-biphenyl) -3-ylsulfonyl) amino] -2-oxoethyl) amino) -1- (2, 2-difluoroethyl) -

15 2, 3-dioxopropyl] -1- ( (2*S*, 3*R*) -2- { [5- (4-chlorophenyl) -2-furoyl] amino} -3-methylpentanoyl) -2-pyrrolidinecarboxamide;

*N*- { (1*S*, 4*S*, 7*S*) -10-allyl-7- (cyclohexylmethyl) -1-isobutyl-4-

20 [ (1*R*) -1-methylpropyl] -2, 5, 8, 11, 12-pentaoxo-3, 6, 9, 13-tetraazahexadec-15-en-1-yl) -2-pyrazinecarboxamide;

(6*S*, 9*S*, 12*S*) -*N*, 3-diallyl-6- (cyclohexylmethyl) -12-isobutyl-9-

[ (1*R*) -1-methylpropyl] -2, 5, 8, 11, 14-pentaoxo-16, 16-diphenyl-

25 4, 7, 10, 13-tetraazahexadecan-1-amide;

(4*S*, 7*S*, 10*S*) -*N*, 13-diallyl-10- (cyclohexylmethyl) -4-isobutyl-

7- [ (1*R*) -1-methylpropyl] -2, 5, 8, 11, 14-pentaoxo-3, 6, 9, 12-

tetraazapentadecan-15-amide;

30 *N*- { (1*S*, 4*S*, 7*S*) -10-allyl-7- (cyclohexylmethyl) -1-isobutyl-4-

[ (1*R*) -1-methylpropyl] -2, 5, 8, 11, 12-pentaoxo-3, 6, 9, 13-tetraazahexadec-15-en-1-yl) -2-pyridinecarboxamide;

35 *N*- { (1*S*, 4*S*, 7*S*) -10-allyl-7- (cyclohexylmethyl) -1-isobutyl-4-

[ (1*R*) -1-methylpropyl] -2, 5, 8, 11, 12-pentaoxo-3, 6, 9, 13-tetraazahexadec-15-en-1-yl) nicotinamide;

*N*- { (1*S*, 4*S*, 7*S*) -10-allyl-7- (cyclohexylmethyl) -1-isobutyl-4-

40 [ (1*R*) -1-methylpropyl] -2, 5, 8, 11, 12-pentaoxo-3, 6, 9, 13-tetraazahexadec-15-en-1-yl) -4-nitro-1*H*-pyrazole-3-carboxamide;

5

2-[(3*S*,6*S*,9*S*)-12-allyl-9-(cyclohexylmethyl)-3-isobutyl-6-  
[(1*R*)-1-methylpropyl]-4,7,10,13,14-pentaoxo-2,5,8,11,15-  
pentaazaoctadec-17-en-1-onyl]benzoic acid;

10 *N*-[4-*sec*-butyl-7-(cyclohexylmethyl)-10-ethyl-1-isobutyl-  
2,5,8,11,12-pentaoxo-3,6,9,13-tetraazahexadec-15-en-1-  
yl]nicotinamide;

*N*-allyl-9-*sec*-butyl-6-(cyclohexylmethyl)-3-ethyl-12-  
15 isobutyl-2,5,8,11,14-pentaoxo-16,16-diphenyl-4,7,10,13-  
tetraazahexadecan-1-amide;

{3-[(1-[3-methyl-2-[(4-methyl-2-[(2-  
pyrazinylcarbonyl)amino]pentanoyl)amino]pentanoyl]-  
20 octahydro-1*H*-indol-2-yl)carbonyl)amino]-2-  
oxopentanoyl)amino)acetic acid;

*tert*-butyl {3-[(1-[3-methyl-2-[(4-methyl-2-[(2-  
pyrazinylcarbonyl)amino]pentanoyl)amino]-  
25 pentanoyl]octahydro-1*H*-indol-2-yl)carbonyl)amino]-2-  
oxopentanoyl)amino)acetate; and

(3*S*,6*S*,9*S*,12*S*)-6-(cyclohexylmethyl)-3-ethyl-12-isobutyl-9-  
[(1*R*)-1-methylpropyl]-2,5,8,11,14-pentaoxo-16,16-diphenyl-  
30 4,7,10,13-tetraazahexadecan-1-oic acid;

or a pharmaceutically acceptable salt form thereof.

8. A compound according to Claim 1, wherein

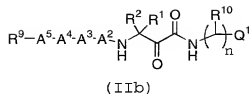
35

*Q* is  $-(CR^{10}R^{10c})_n-Q^1$  or

an amino acid residue, wherein the amino acid residue  
comprises a natural, a modified or an unnatural amino  
acid.

40

9. A compound according to Claim 8, wherein the compound  
is of Formula (IIb):



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, and C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-1 R<sup>10a</sup>;

R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>, -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with 0-1 R<sup>10b</sup>;

R<sup>10b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and -C(=NH)NH<sub>2</sub>;

R<sup>10c</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

alternatively, R<sup>10</sup> and R<sup>10c</sup> can be combined to form a C<sub>3</sub>-C<sub>6</sub> cycloalkyl group substituted with 0-1 R<sup>10a</sup>;

R<sup>11</sup> is, at each occurrence, independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>11a</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

Q<sup>1</sup> is selected from -CO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>3</sub>R<sup>11</sup>, -P(O)<sub>2</sub>R<sup>11</sup>, -P(O)<sub>3</sub>R<sup>11</sup>, aryl substituted with 0-4 Q<sup>1a</sup>, 5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

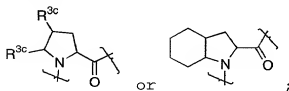
5 O, S, and N, said heterocyclic group substituted  
with 0-4 Q<sup>1a</sup>;

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>,  
-OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>,  
10 -SO<sub>2</sub>NR<sup>19</sup>R<sup>19</sup>, -NR<sup>19</sup>R<sup>19</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub>  
alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>19</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>  
alkyl), C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub>  
15 alkyl);

alternatively, NR<sup>19</sup>R<sup>19</sup> may form a 5-6 membered heterocyclic  
group consisting of carbon atoms, a nitrogen atom, and  
optionally a second heteroatom selected from the  
20 group: O, S, and N;

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, an amino acid residue,



25 A<sup>3</sup> is a bond, -NH-CR<sup>5</sup>R<sup>6</sup>-C(=O)-, or an amino acid residue;

A<sup>4</sup> is a bond, -NH-CR<sup>7</sup>R<sup>8</sup>-C(=O)-, or an amino acid residue;

A<sup>5</sup> is a bond or an amino acid residue;  
30

A<sup>7</sup> is a bond or an amino acid residue;

A<sup>8</sup> is an amino acid residue;

35 A<sup>9</sup> is an amino acid residue;

R<sup>1</sup> is selected from the group: H, F,

- 5 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,  
 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and  
 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;
- 10 R<sup>1a</sup> is selected at each occurrence from the group:  
 Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH,  
 -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>, -SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>,  
 -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>, -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>,  
 C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy,  
 15 -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),  
 aryl substituted with 0-5 R<sup>1c</sup>,  
 -O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,  
 -S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and  
 5-10 membered heterocyclic group consisting of carbon  
 20 atoms and 1-4 heteroatoms selected from the group:  
 O, S, and N, and substituted with 0-3 R<sup>1c</sup>;
- R<sup>1b</sup> is H,  
 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
 25 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,  
 C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
 aryl substituted with 0-5 R<sup>1c</sup>, or  
 30 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 O, S, and N, said heterocyclic group substituted  
 with 0-4 R<sup>1c</sup>;
- 35 R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
 F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
 NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

5  $R^{1d}$  is H or  $C_1-C_4$  alkyl;

$R^2$  is H, F, or  $C_1-C_4$  alkyl;

$R^3$  is selected from the group: H,

10  $C_1-C_6$  alkyl substituted with 0-4  $R^{3a}$ ,

$C_2-C_6$  alkenyl substituted with 0-4  $R^{3a}$ ,

$C_2-C_6$  alkynyl substituted with 0-4  $R^{3a}$ ,

$-(CH_2)_q-C_3-C_6$  cycloalkyl substituted with 0-4  $R^{3b}$ ,

$-(CH_2)_q$ -aryl substituted with 0-5  $R^{3b}$ , and

15  $-(CH_2)_q$ -5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and said heterocyclic group is substituted with 0-2  $R^{3b}$ ;

20  $R^{3a}$  is selected from the group:  $-CO_2R^{11}$ ,  $-NR^{11}R^{11}$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-C(=NH)NH_2$ , and aryl substituted with  $R^{10b}$ ;

$R^{3b}$  is selected from the group:  $-CO_2H$ ,  $-NH_2$ ,  $-OH$ ,  $-SH$ , and  $-C(=NH)NH_2$ ;

25

$R^{3c}$  is, at each occurrence, independently selected from: H,  $C_1-C_6$  alkyl,  $-OH$ , and  $OR^{3d}$ ;

$R^{3d}$  is  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,

30  $-(CH_2)_q-C_3-C_6$  cycloalkyl,  $-(CH_2)_q$ -aryl, or

$-(CH_2)_q$ -(5-10 membered heterocyclic group), wherein said heterocyclic group consists of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N;

35

$R^4$  is selected from the group: H,  $C_1-C_6$  alkyl, phenyl, phenylmethyl-, phenylethyl-,  $C_3-C_6$  cycloalkyl,  $C_3-C_6$  cycloalkylmethyl-, and  $C_3-C_6$  cycloalkylethyl-;

- 5  $R^5$  and  $R^7$  are independently H or  $R^3$ ;
- $R^6$  and  $R^8$  are independently H or  $R^4$ ;
- $R^9$  is selected from the group:  $-S(=O)R^{9a}$ ,  $-S(=O)_2R^{9a}$ ,  
 10  $-C(=O)R^{9a}$ ,  $-C(=O)OR^{9a}$ ,  $-C(=O)NHR^{9a}$ ,  $C_1-C_3$  alkyl- $R^{9a}$ ,  
 $C_2-C_6$  alkenyl- $R^{9a}$ , and  $C_2-C_6$  alkynyl- $R^{9a}$ ;
- $R^{9a}$  is selected from the group:
- 15  $C_1-C_6$  alkyl substituted with 0-3  $R^{9b}$ ,  
 $C_3-C_6$  cycloalkyl substituted with 0-3  $R^{9c}$ ,  
 aryl substituted with 0-3  $R^{9c}$ , and  
 5-14 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N, and said heterocyclic group  
 20 is substituted with 0-3  $R^{9c}$ ;
- $R^{9b}$  is selected from the group: phenyl, naphthyl, benzyl,  
 and 5-10 membered heterocyclic group consisting of  
 carbon atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N, and  $R^{9b}$  is substituted with 0-3  
 25  $R^{9c}$ ;
- $R^{9c}$  is selected at each occurrence from the group:
- 30  $CF_3$ ,  $OCF_3$ , Cl, F, Br, I, =O, OH, phenyl,  $C(O)OR^{11}$ ,  $NH_2$ ,  
 $NH(CH_3)$ ,  $N(CH_3)_2$ , -CN,  $NO_2$ ;
- $C_1-C_4$  alkyl substituted with 0-3  $R^{9d}$ ,  
 $C_1-C_4$  alkoxy substituted with 0-3  $R^{9d}$ ,  
 $C_3-C_6$  cycloalkyl substituted with 0-3  $R^{9d}$ ,  
 aryl substituted with 0-5  $R^{9d}$ , and  
 35 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N, and said heterocyclic group  
 is substituted with 0-4  $R^{9d}$ ;



- 5 R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN,  
and NO<sub>2</sub>;
- 10 n is 1, 2, or 3; and
- p is 1 or 2; and
- q, at each occurrence, is independently 0, 1 or 2.
- 15
10. A compound according to Claim 3, wherein
- R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, and C<sub>1</sub>-C<sub>6</sub>  
alkyl substituted with 0-1 R<sup>10a</sup>;
- 20
- R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>,  
-CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>, -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl  
substituted with 0-1 R<sup>10b</sup>;
- 25
- R<sup>10b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH, and  
-C(=NH)NH<sub>2</sub>;
- R<sup>10c</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;
- 30
- alternatively, R<sup>10</sup> and R<sup>10c</sup> can be combined to form a C<sub>3</sub>-C<sub>6</sub>  
cycloalkyl group substituted with 0-1 R<sup>10a</sup>;
- R<sup>11</sup> is, at each occurrence, independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;
- 35
- R<sup>11a</sup> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl,  
C<sub>2</sub>-C<sub>4</sub> alkynyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;
- Q<sup>1</sup> is selected from

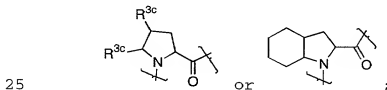
5            $-\text{CO}_2\text{R}^{11}$ ,  $-\text{SO}_2\text{R}^{11}$ ,  $-\text{SO}_3\text{R}^{11}$ ,  $-\text{P}(\text{O})_2\text{R}^{11}$ ,  $-\text{P}(\text{O})_3\text{R}^{11}$ ,  
 aryl substituted with 0-4  $\text{Q}^{1a}$ , and  
 5-6 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the group:  
 O, S, and N, said heterocyclic group substituted  
 10           with 0-4  $\text{Q}^{1a}$ ;

$\text{Q}^{1a}$  is H, F, Cl, Br, I,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{NCS}$ ,  $-\text{CF}_3$ ,  $-\text{OCF}_3$ ,  $-\text{CH}_3$ ,  
 $-\text{OCH}_3$ ,  $-\text{CO}_2\text{R}^{19}$ ,  $-\text{C}(=\text{O})\text{NR}^{19}\text{R}^{19}$ ,  $-\text{NHC}(=\text{O})\text{R}^{19}$ ,  $-\text{SO}_2\text{R}^{19}$ ,  
 $-\text{SO}_2\text{NR}^{19}\text{R}^{19}$ ,  $-\text{NR}^{19}\text{R}^{19}$ ,  $-\text{OR}^{19}$ ,  $-\text{SR}^{19}$ ,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$   
 15           alkoxy,  $\text{C}_1\text{-C}_4$  haloalkyl, or  $\text{C}_1\text{-C}_4$  haloalkoxy;

$\text{R}^{19}$  is  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  haloalkyl, aryl, aryl( $\text{C}_1\text{-C}_4$   
 alkyl),  $\text{C}_3\text{-C}_6$  cycloalkyl, or  $\text{C}_3\text{-C}_6$  cycloalkyl( $\text{C}_1\text{-C}_4$   
 alkyl);  
 20

alternatively,  $\text{NR}^{19}\text{R}^{19}$  may form a piperidinyl, piperazinyl,  
 or morpholinyl group;

$\text{A}^2$  is a bond,  $-\text{NH}-\text{CR}^3\text{R}^4-\text{C}(=\text{O})-$ , an amino acid residue,



$\text{A}^3$  is a bond or an amino acid residue;

$\text{A}^4$  is a bond or an amino acid residue;

30

$\text{A}^5$  is a bond;

$\text{R}^1$  is selected from the group: H,

$\text{C}_1\text{-C}_6$  alkyl substituted with 0-3  $\text{R}^{1a}$ ,  
 35            $\text{C}_2\text{-C}_6$  alkenyl substituted with 0-3  $\text{R}^{1a}$ ,  
 $\text{C}_2\text{-C}_6$  alkynyl substituted with 0-3  $\text{R}^{1a}$ , and

5 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

R<sup>1a</sup> is selected at each occurrence from the group:

Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,  
-SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>,  
10 -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),  
aryl substituted with 0-5 R<sup>1c</sup>,  
-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,  
-S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and  
15 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, and substituted with 0-3 R<sup>1c</sup>;

R<sup>1b</sup> is H,

20 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,  
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
25 aryl substituted with 0-5 R<sup>1c</sup>, or  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N, said heterocyclic group substituted  
with 0-4 R<sup>1c</sup>;

30

R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;

35 R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

- 5 R<sup>3</sup> is selected from the group: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,  
10 -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and  
-(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from  
the group: O, S, and N, and said heterocyclic  
group is substituted with 0-2 R<sup>3b</sup>;
- 15 R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,  
-SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;
- R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, - NH<sub>2</sub>, -OH, -SH, and  
20 -C(=NH)NH<sub>2</sub>;
- R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;
- 25 R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
-(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
30 S, and N;
- R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;
- 35 R<sup>9</sup> is selected from the group: -S(=O)<sub>2</sub>R<sup>9a</sup>, -C(=O)R<sup>9a</sup>,  
C<sub>1</sub>-C<sub>3</sub> alkyl-R<sup>9a</sup>, C<sub>2</sub>-C<sub>6</sub> alkenyl-R<sup>9a</sup>, and  
C<sub>2</sub>-C<sub>6</sub> alkynyl-R<sup>9a</sup>;

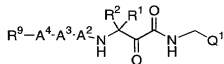
- 5 R<sup>9a</sup> is selected from the group:  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9b</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9c</sup>,  
aryl substituted with 0-3 R<sup>9c</sup>, and  
5-14 membered heterocyclic group consisting of carbon  
10 atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
is substituted with 0-3 R<sup>9c</sup>;
- R<sup>9b</sup> is selected from the group: phenyl, naphthyl, benzyl,  
15 and 5-10 membered heterocyclic group consisting of  
carbon atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and R<sup>9b</sup> is substituted with 0-3  
R<sup>9c</sup>;
- 20 R<sup>9c</sup> is selected at each occurrence from the group:  
CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
25 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
aryl substituted with 0-5 R<sup>9d</sup>, and  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N, and said heterocyclic group  
30 is substituted with 0-4 R<sup>9d</sup>;
- R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
35 NO<sub>2</sub>;

n is 1 or 2; and

p is 1 or 2; and

5 q, at each occurrence, is independently 0, 1 or 2.

11. A compound according to Claim 4, wherein the compound is of Formula (IIIb):



10

(IIIb)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

15 Q<sup>1</sup> is selected from

-CO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>3</sub>R<sup>11</sup>, -P(O)<sub>2</sub>R<sup>11</sup>, -P(O)<sub>3</sub>R<sup>11</sup>,

aryl substituted with 0-4 Q<sup>1a</sup>, and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

20

pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,

25

tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, and triazolyl; said heterocyclic group substituted with 0-4 Q<sup>1a</sup>;

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CH<sub>3</sub>,

-OCH<sub>3</sub>, -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>,

30

-SO<sub>2</sub>NR<sup>19</sup>R<sup>19</sup>, -NR<sup>19</sup>R<sup>19</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>19</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl), C<sub>3</sub>-C<sub>6</sub> cycloalkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl);

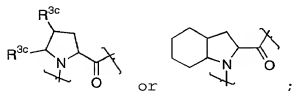
35

alternatively, NR<sup>19</sup>R<sup>19</sup> may form a piperidinyl, piperazinyl, or morpholinyl group;

5

A<sup>2</sup> is a bond, -NH-CR<sup>3</sup>R<sup>4</sup>-C(=O)-, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val,

10



15

A<sup>3</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

20

A<sup>4</sup> is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

25

R<sup>1</sup> is selected from the group: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>,  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>, and  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

30

R<sup>1a</sup> is selected at each occurrence from the group:  
Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,  
-SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>,  
-SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>1</sub>-C<sub>3</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl),  
aryl substituted with 0-5 R<sup>1c</sup>,  
-O-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>,  
-S-(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>1c</sup>, and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,

35

5       pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
           imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
           morpholinyl, oxazolyl, oxazolidinyl,  
           tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
           thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
 10       1*H*-indazolyl, benzofuranyl, benzothiofuranyl,  
           benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
           benzoxazolyl, oxindolyl, benzoxazoliny, l,  
           benzthiazolyl, benzisothiazolyl, isatinoyl,  
           isoquinolinyl, octahydroisoquinolinyl,  
 15       tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
           isoxazolopyridinyl, quinazolinyl, quinolinyl,  
           isothiazolopyridinyl, thiazolopyridinyl,  
           oxazolopyridinyl, imidazolopyridinyl, and  
           pyrazolopyridinyl; and substituted with 0-3 R<sup>1c</sup>;  
 20       R<sup>1b</sup> is H,  
           C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>,  
           C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>,  
           C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>,  
 25       C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>,  
           C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-5 R<sup>1c</sup>,  
           aryl substituted with 0-5 R<sup>1c</sup>, or  
           5-6 membered heterocyclic group consisting of carbon  
           atoms and 1-4 heteroatoms selected from the group:  
 30       pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,  
           pyrazinyl, piperazinyl, piperidinyl, imidazolyl,  
           imidazolidinyl, indolyl, tetrazolyl, isoxazolyl,  
           morpholinyl, oxazolyl, oxazolidinyl,  
           tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
 35       thiazolyl, triazinyl, and triazolyl; said  
           heterocyclic group substituted with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from: C<sub>1</sub>-C<sub>4</sub> alkyl, Cl,  
           F, Br, I, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, -CN, -NO<sub>2</sub>, C(O)OR<sup>1d</sup>,  
 40       NR<sup>1d</sup>R<sup>1d</sup>, CF<sub>3</sub>, and OCF<sub>3</sub>;



5

R<sup>1d</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

10 R<sup>3</sup> is selected from the group: H,

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-4 R<sup>3a</sup>,

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-4 R<sup>3a</sup>,

-(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>3b</sup>,

15 -(CH<sub>2</sub>)<sub>q</sub>-aryl substituted with 0-5 R<sup>3b</sup>, and

-(CH<sub>2</sub>)<sub>q</sub>-5-10 membered heterocyclic group consisting of

carbon atoms and 1-4 heteroatoms selected from

the group: pyridinyl, furanyl, thienyl, pyrrolyl,

pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,

20 imidazolyl, imidazolidinyl, indolyl, tetrazolyl,

isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,

tetrahydrofuranlyl, thiadiazinyl, thiadiazolyl,

thiazolyl, triazinyl, triazolyl, benzimidazolyl,

1H-indazolyl, benzofuranlyl, benzothiofuranlyl,

25 benztetrazolyl, benzotriazolyl, benzisoxazolyl,

benzoxazolyl, oxindolyl, benzoxazolinyl,

benzthiazolyl, benzisothiazolyl, isatinoyl,

isoquinolinyl, octahydroisoquinolinyl,

tetrahydroisoquinolinyl, tetrahydroquinolinyl,

30 isoxazolopyridinyl, quinazolinyl, quinolinyl,

isothiazolopyridinyl, thiazolopyridinyl,

oxazolopyridinyl, imidazolopyridinyl, and

pyrazolopyridinyl; and said heterocyclic group

is substituted with 0-2 R<sup>3b</sup>;

35

R<sup>3a</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11</sup>, -OR<sup>11</sup>,

-SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl substituted with R<sup>10b</sup>;

R<sup>3b</sup> is selected from the group: -CO<sub>2</sub>H, - NH<sub>2</sub>, -OH, -SH, and

40 -C(=NH)NH<sub>2</sub>;

5 R<sup>3c</sup> is, at each occurrence, independently selected from: H,  
C<sub>1</sub>-C<sub>6</sub> alkyl, -OH, and OR<sup>3d</sup>;

R<sup>3d</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
10 -(CH<sub>2</sub>)<sub>q</sub>- C<sub>3</sub>-C<sub>6</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>q</sub>-aryl, or  
-(CH<sub>2</sub>)<sub>q</sub>-(5-10 membered heterocyclic group), wherein  
said heterocyclic group consists of carbon atoms  
and 1-4 heteroatoms selected from the group: O,  
S, and N;

15 R<sup>4</sup> is selected from the group: H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl,  
phenylmethyl-, phenylethyl-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl-, and C<sub>3</sub>-C<sub>6</sub> cycloalkylethyl-;

20 R<sup>9</sup> is selected from -S(=O)<sub>2</sub>R<sup>9a</sup> and -C(=O)R<sup>9a</sup>;

R<sup>9a</sup> is selected from the group:  
phenyl substituted with 0-3 R<sup>9c</sup>,  
naphthyl substituted with 0-3 R<sup>9c</sup>, and  
25 5-14 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: pyridinyl, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,  
imidazolyl, imidazolidinyl, indolyl, tetrazolyl,  
30 isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, triazolyl, benzimidazolyl,  
1*H*-indazolyl, benzofuranyl, benzothiofuranyl,  
benztetrazolyl, benzotriazolyl, benzisoxazolyl,  
35 benzoxazolyl, oxindolyl, benzoxazolinyl,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoquinolinyl, octahydroisoquinolinyl,  
tetrahydroisoquinolinyl, tetrahydroquinolinyl,  
isoxazolopyridinyl, quinazolinyl, quinolinyl,  
40 isothiazolopyridinyl, thiazolopyridinyl,

- 5           oxazolopyridinyl, imidazolopyridinyl, and  
pyrazolopyridinyl; and said heterocyclic group is  
substituted with 0-3 R<sup>9c</sup>;
- R<sup>9c</sup> is selected at each occurrence from the group:
- 10       CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>,  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9d</sup>,  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>,  
15       aryl substituted with 0-5 R<sup>9d</sup>, and  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: pyridinyl, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyrazinyl, piperazinyl, piperidinyl,  
20       imidazolyl, imidazolidinyl, indolyl, tetrazolyl,  
isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,  
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl,  
thiazolyl, triazinyl, and triazolyl; and said  
heterocyclic group is substituted with 0-4 R<sup>9d</sup>;
- 25       R<sup>9d</sup> is selected at each occurrence from the group:  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O,  
OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and  
NO<sub>2</sub>;
- 30       p is 1 or 2; and
- q, at each occurrence, is independently 0, 1 or 2.
- 35       12. A pharmaceutical composition comprising a  
pharmaceutically acceptable carrier and a therapeutically  
effective amount of a compound of Claim 1 or a  
pharmaceutically acceptable salt form thereof.

- 5 13. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2 or a pharmaceutically acceptable salt form thereof.
- 10 14. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3 or a pharmaceutically acceptable salt form thereof.
- 15 15. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4 or a pharmaceutically acceptable salt form thereof.
- 20 16. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 5 or a pharmaceutically acceptable salt form thereof.
- 25 17. A method of treating a viral infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.
- 30 18. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.
- 35 19. A compound of Claim 1 or a pharmaceutically acceptable salt form thereof for use in therapy.
20. Use of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof for the manufacture of a
- 40 medicament for the treatment of HCV.